

Exhibit G

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* ADMITTED ONLY TO A BAR OTHER THAN THAT OF THE DISTRICT OF COLUMBIA WORKING UNDER THE SUPERVISION OF PRINCIPALS OF THE WASHINGTON OFFICE

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March 31, 2011

Karen Mills, Esq.
Federal Trade Commission
Bureau of Competition
601 New Jersey Avenue, NW
Washington, DC 20580

Re: W.L. Gore & Associates ("Gore")

Dear Karen:

Following up on our March 28, 2011 telephone conversation, this letter details our proposed modifications to the subpoena we received on March 14, 2011. We believe these modifications will benefit both Gore and the Commission Staff by enabling the Staff to get documents relevant to its investigation quickly while at the same time reducing the burden on Gore.

We propose that the Staff accept these modifications with the understanding that you reserve the right to request further documents under these requests should the initial set of information that we provide prove insufficient, and Gore reserves the right to otherwise object to the subpoena.

Our proposed modifications are as follows:

Specification 1. This specification requests a "current organization chart for each division of the Company that has responsibilities relating to research, development, commercialization, manufacture, testing, warranties, marketing, advertising, sales, distribution,

intellectual property, know-how, or licensing of any relevant product.” Gore proposes to respond to this Specification by providing the current organizational chart(s) from its Fabrics Division.

Specification 2. This Specification requests “[o]ne copy of each of the Company’s current sales, marketing, promotional, and training materials for the licensing, sale, or use of any relevant product.” Gore proposes to respond to this requests by providing a copy of the current sales, marketing, promotional, and training materials used by the Marketing and Sales Support Group within Gore’s Fabrics Division.

Specifications 3 through 5. These Specifications are extremely broad. Specification 3 requests “[a]ll documents relating to the Company’s studies, forecasts, plans, strategy or decision relating to research, development, intellectual property protection, manufacturing, branding, licensing, pricing, sales, or marketing of any relevant product.” As defined, this specification alone would likely require searching the documents of most of the 1,500 employees of Gore’s Fabrics Division over a period of ten years.

Specifications 4 and 5 are slightly narrower, but, as defined, would each require the review of documents from at least dozens (and more likely hundreds) of Gore Fabrics employees for a period of ten years. Specification 4 requests “[a]ll documents relating to actual or potential competition, market share, strength, weakness, or competitive position of the Company or any actual or potential competitor or its products or services, or to competition in the licensing, branding, marketing, advertising, distribution or sale of the relevant product.” Complying with this broad request would at a minimum require Gore to search the documents of all sales and marketing employees, product specialists, and all managerial employees in the Fabrics Division. Given the references to research and development competition, Gore might also have to search R&D employees’ files.

Specification 5 requests “[a]ll documents relating to the possibility, likelihood, or plans of the Company, or any other person, to begin, resume, expand, reduce, or discontinue the manufacture, sale, licensing, provision, or use of any relevant product.” As written, this Specification would require Gore to produce, among other things, all documents regarding any expansion of its production, any new product launch, and any product discontinuation. Nearly all of Gore’s Fabrics Division employees are likely to have documents responsive to this Specification.

Rather than reviewing the documents of hundreds of custodians for documents responsive to these Specifications, Gore proposes to conduct a targeted search for a full set of its business plans in each of these categories over the past two years and to provide these to the Commission. Gore’s production of a set of final business plans, rather than tens (or even hundreds) of thousands of technically responsive but not truly relevant documents, will allow the Commission Staff to focus quickly on the most important documents. Gore’s proposal will also allow the company to produce the information in significantly less time – Gore anticipates being able to provide a set of business plans in a few weeks, whereas a full review would take several months.

Specification 6. Specification 6 requires the production of “[a]ll documents relating to the applicability or effect of any import duties or restrictions.” Responding to this Specification as written would require Gore to search the files of all Logistics personnel within the Fabrics Division, as well as numerous business unit employees. To reduce this burden, Gore proposes to limit its response to this Specification to a review of its legal department files for non-privileged documents regarding import duties or restrictions. Gore also proposes to limit its response to this question to documents from the most recent two years, which will capture any current or recent restrictions that affect Gore without requiring Gore to search through its archives for outdated information about restrictions that are no longer in effect.

Specification 7. Specification 7 requires Gore to identify all “a. licensees of the Gore brand or of any Gore technology; b. recipients of any Gore know-how; c. lessees, users, or purchasers of any Gore equipment; d. purchasers or users of any Gore relevant product; e. names of brands and companies using any Gore relevant product or selling any product to be used in conjunction with any Gore relevant product; and f. all Gore-certified or approved factories or manufacturing facilities.” Gore proposes to respond to this Specification by identifying the counterparties to the contracts produced in response to Specification 8, which will capture all current licensees, lessees, customers, and certified manufacturers in the United States or that sell into the U.S. market.

Specification 8. This Specification requests that Gore provide “all written agreements” with the persons listed in response to Specification 7. Gore maintains internal databases of its contracts with certified manufacturers and trademark licensees, and proposes to provide all of the several hundred currently active contracts with counterparties in response to this Specification. In addition to providing information about the terms of Gore’s current relationships, Gore’s currently active contracts [REDACTED], so this selection of contracts will allow Commission Staff to examine the evolution of Gore’s contract terms [REDACTED].

Specification 9. This Specification requests all documents relating to any Exclusive Dealing Arrangements (as defined in the subpoena) to which Gore is a party. In the ordinary course of its business, [REDACTED]

[REDACTED]. To the extent Gore has correspondence with certified manufacturers regarding Exclusive Dealing Arrangements, it is likely located in these files. Gore thus proposes to respond to Specification 9 by searching these central files for any documents from the last two years responsive to Specification 9 related to U.S. counterparties, or counterparties who sell into the U.S. market. Conducting a full search for documents responsive to this Specification would require searching the files of approximately twenty product support specialists, most of whom are located in Asia, as well as several business unit leaders and a number of other individuals in account management and sales.

Specification 10. This specification requests “[d]ocuments sufficient to identify all Company intellectual property and know how related to any relevant product, the effective dates of any intellectual property rights, the Company's practices with respect to sale, licensing, or disclosure of intellectual property, and all documents related to suspected, possible, alleged, or actual violations of the Company's intellectual property or threats to its know-how.” Gore does

not seek a modification to this Specification, but notes that its intellectual property extends beyond what is formally documented in Gore's files. Gore's response to this Specification will necessarily omit any intellectual property that is not kept in documentary form.

Specification 11. This Specification requests “[a]ll documents that refer or relate to any, allegation, investigation, lawsuit, or settlement relating to any claim that the Company or a competitor violated any federal, state, or foreign antitrust law in connection [with] the manufacture, sale, marketing, or provision of any relevant product.” Gore proposes to respond to this Specification by identifying any specific legal disputes regarding U.S. antitrust laws over the last two years that are responsive to the request and providing all responsive non-privileged documents regarding such disputes. Limiting the response to the last two years will identify those documents that are most relevant to Gore's business practices and the Commission's investigation while reducing the burden on Gore from searching through a decade's worth of legal materials.

Specification 12. This specification requests “[a]ll documents related to communications with or proceedings before the U.S. International Trade Commission in connection with any relevant product.” Gore proposes to respond to this Specification by identifying any responsive, non-privileged documents from the last two years within its legal department, to the extent any such documents exist.

Specification 13. This Specification requests “[d]ocuments sufficient to show, for each customer and for each product separately recognized by the Company, by month: a. sales in units, and both gross sales and net sales in dollars, where net sales means sales after deducting discounts, returns, allowances and excise taxes, and sales includes sales of the relevant product whether manufactured by the Company itself or purchased from sources outside the Company and resold by the Company in the same manufactured form as purchased; b. prices, and prices net of any discounts; c. costs; and d. spending on advertising, cooperative advertising, or promotional campaigns.” Gore proposes to modify this Specification to the extent that this Specification requests information that Gore does not maintain in the ordinary course of its business. In the ordinary course of its business, [REDACTED]

Specification 14. This Specification is extremely broad, requesting “[a]ll documents relating to communications between the Company and any person outside the Company who manufacturers or creates and sells, licenses, or leases any relevant product.” Complied with literally, this would require producing all external correspondence over a ten-year period for each of 1,500 Fabrics employees, as well as any internal communications “related to” those external communications. In light of the information that Gore proposes to provide in response to the Specifications discussed above, Gore requests deferral of its response to this Specification.

Specification 15. This Specification requests “[d]ocuments sufficient to show the Company's document retention and document destruction policies.” In response to this Specification, Gore will provide its 1987 document retention policy. In addition, [REDACTED]. (After

receiving the FTC's November 2010 letter, Gore suspended this practice with respect to individuals with documents potentially relevant to this investigation.)

* * *

Finally, we note that additional information about the nature of the Commission Staff's concerns would significantly improve Gore's ability to identify and produce relevant documents to the Staff. We of course understand that the Commission is bound by confidentiality rules regarding its communications with third parties, but any specific information that the Commission Staff can provide would help Gore identify the most important information to the Commission, hastening the Commission's review and reducing the burden on all parties.

This letter is submitted with the understanding that it will be afforded confidential treatment pursuant to all applicable statutes and regulations.

Please do not hesitate to contact me if you have any questions.

Sincerely,

A handwritten signature in black ink, appearing to read "Mark Nelson", written in a cursive style.

Mark Nelson

cc: Cathy Testa, Esq.

Exhibit H

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April 1, 2011

Karen Mills, Esq.
Federal Trade Commission
601 New Jersey Avenue, NW
Washington, DC 20580

Re: W.L. Gore & Associates, Inc. ("Gore"), FTC File No. 101-0207

Dear Karen,

On behalf of Gore, this letter encloses a CD-ROM containing the following documents in response to the subpoena in the above referenced matter:

- The document beginning with Bates label WLGORE-FTC-000190 is an organizational chart for Gore's Fabrics Division responsive to Specification 1 of the subpoena.
- The documents Bates labeled WLGORE-FTC-000209 to WLGORE-FTC-000711 are Gore's current technical specifications, which are responsive to Specification 10 of the subpoena.
- The document beginning with Bates label WLGORE-FTC-000714 is Gore's document retention policy, which is responsive to Specification 15 of the subpoena.

Karen Mills, Esq., p. 2

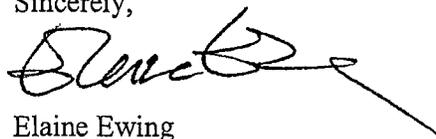
- The documents Bates labeled WLGORE-FTC-000832 to WLGORE-FTC-001056 are training materials used by Gore's Fabrics Division responsive to Specification 2 of the subpoena.
- The documents Bates labeled WLGORE-FTC-001057 to WLGORE-FTC-001646 are business plans from Gore's Fabrics Division responsive to Specification 3 of the subpoena.

* * * * *

The documents contain highly confidential and proprietary information of Gore and are submitted with the understanding that they will be afforded confidential treatment pursuant to 15 U.S.C. § 57b-2 and 16 C.F.R. § 4.10, and all other applicable statutes and regulations.

Please do not hesitate to contact me if you have any questions.

Sincerely,

A handwritten signature in black ink, appearing to read "Elaine Ewing", with a long horizontal flourish extending to the right.

Elaine Ewing

Enclosure

Exhibit I

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April 4, 2011

Karen Mills, Esq.
Federal Trade Commission
601 New Jersey Avenue, NW
Washington, DC 20580

Re: W.L. Gore & Associates, Inc. ("Gore"), FTC File No. 101-0207

Dear Karen,

On behalf of Gore, this letter encloses a CD-ROM containing the following documents in response to the subpoena in the above referenced matter:

- The documents Bates labeled WLGORE-FTC-001647 to WLGORE-FTC-010674 are agreements between Gore and third parties responsive to Specification 8 of the subpoena.
- The hard copy materials Bates labeled WLGORE-FTC-010675 to WLGORE-FTC-010682 are Gore sales materials responsive to Specification 2 of the subpoena.

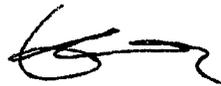
* * * * *

The documents contain highly confidential and proprietary information of Gore and are submitted with the understanding that they will be afforded confidential treatment pursuant to 15 U.S.C. § 57b-2 and 16 C.F.R. § 4.10, and all other applicable statutes and regulations.

Karen Mills, Esq., p. 2

Please do not hesitate to contact me if you have any questions.

Sincerely,

A handwritten signature in black ink, appearing to read "Elaine Ewing", with a stylized flourish at the end.

Elaine Ewing

Enclosures

Exhibit J



WL Gore: Org Charts
Elaine H Ewing to: kmills
Cc: Mark W NELSON, Steven J Kaiser

04/13/2011 09:30 AM

Dear Karen,

Following up on our conversation yesterday, attached are two organizational charts for W.L. Gore's Fabrics division, one from 2001, and one from 2007. (Gore plans to provide additional organization charts and information about burden as well, but we wanted to get these to you as quickly as possible.)

This email and the attachments are submitted with the understanding that they will be afforded confidential treatment pursuant to all applicable statutes and regulations.

Regards,
Elaine



WLGORE-FTC-010707.pdf WLGORE-FTC-010683.pdf

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Exhibit K



WL Gore
Elaine H Ewing to: kmills
Cc: Steven J Kaiser, Mark W NELSON

04/13/2011 06:01 PM

Karen,

Attached are four additional organizational documents regarding Gore's Fabrics Division.

This email and the attachments are submitted with the understanding that they will be afforded confidential treatment pursuant to all applicable statutes and regulations.

Regards,
Elaine



WLGORE-FTC-010709 - WLGORE-FTC-010728.pdf WLGORE-FTC-010729 - WLGORE-FTC-010747.pdf



WLGORE-FTC-010748 - WLGORE-FTC-010766.pdf WLGORE-FTC-010767 - WLGORE-FTC-010785.pdf

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Exhibit L



United State of America
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Washington, D.C. 20580
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FAX COVER SHEET

FAX NUMBER TRANSMITTED TO:

To: Mark Nelson + Elaine Ewing
Organization: Clearing Cost Lab
Client/Matter: W.L. Gore
Phone no.: 202-974-1822
Date: 4/14/11

From: Karen Hills
Organization: Federal Trade Commission
Client/Matter: W.L. Gore Matter No. 1010207
Phone no.: 202-326-2052
Date: 4/14/11

DOCUMENTS	NUMBER OF PAGES
2 page letter	3 with cover

COMMENTS:

See attached

*** CONFIDENTIALITY NOTE:** This message is intended only for the individual or entity to whom it is addressed, and may contain information that is privilege, confidential, and exempt from disclosure under applicable law. If you are not the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication by mistake, please notify the sender immediately by telephone, and return the original message to the above address via the U.S. Postal Service. Thank you.



UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

Via FAX: 202-974-1999

BY FAX AND U.S. MAIL

April 14, 2011

Mark Nelson, Esq.
Cleary Gottlieb Steen & Hamilton LLP
2000 Pennsylvania Avenue, N.W.
Washington, DC 20006-1801

Re: FTC Matter Number 1010207

Dear Mark:

Your April 12, 2011 oral request for a second extension of the time for W.L. Gore & Associates, Inc. ("Gore") to file a petition to limit or quash the subpoena *duces tecum* issued by the Commission on March 10, 2011 is denied. Pursuant to the extension previously granted by Bureau of Competition Anticompetitive Practices Division Assistant Director Melanie Sabo, the deadline for filing a petition to limit or quash and the return date remain April 15, 2011.

We encourage Gore to continue, correct, and complete the rolling production that it began April 1, 2011, and we renew our previous many invitations to calendar a productive discussion as soon as possible to discuss the substance and timing of Gore's compliance with the subpoena. As we previously have noted, however, for any such meeting to be productive, you will need to be prepared to identify for the relevant time period document custodians, custodians' responsibilities and reporting relationships, record creating and keeping policies and practices, locations and accessibility of responsive hard-copy and electronic documents, and specific commitments to deadlines for timely production of responsive documents.

The organization charts submitted with Elaine Ewing's e-mails of April 12 and 13, 2011, will be useful, and we encourage further sharing of such information. We also remain open to discussing and reviewing samples of and considering the relevance and necessity of production of particular types of documents, though we note that any proposals to exclude documents from production on account of burden must be justified. Any modifications to the production required by the subpoena must be agreed soon and granted in writing as provided by the FTC Rules of Practice by an appropriate official.

You have raised a general concern about the breadth of Specification 14 and the burden it might impose. We hope that meeting to discuss document custodians, locations of documents, burdens of production, scope of search, search methods (such as keyword searches for electronic documents), and samples of documents you believe not to be relevant or you show to be unduly burdensome to produce will allow us to make any necessary modifications and will reduce those

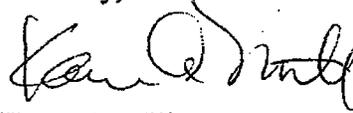
W.L. Gore
April 14, 2011

Page 2 of 2

concerns. If documented burden concerns then remain, we might consider other alternatives.

Please contact me at (202) 326-2052 to calendar such a meeting at your earliest convenience.

Sincerely,



Karen A. Mills
Attorney
Division of Anticompetitive Practices

cc: Elaine Ewing, Esq., Cleary Gottlieb
Karen A. Mills, Federal Trade Commission

Exhibit M

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WORKING UNDER THE SUPERVISION OF PRINCIPALS OF THE WASHINGTON OFFICE

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April 15, 2011

Karen Mills, Esq.
Federal Trade Commission
601 New Jersey Avenue, NW
Washington, DC 20580

Re: W.L. Gore & Associates, Inc. ("Gore")

Dear Karen,

Thank you for your letter of yesterday.

From the time that Gore received your initial letter regarding the investigation in November, Gore has tried in earnest to cooperate. In January Gore voluntarily presented a detailed presentation about its business and hosted a site visit. Within three weeks of receiving the subpoena in March, Gore produced over ten thousand pages of materials, and offered to produce many more. In response to your request for custodial-level information from 2001 forward, Gore has produced multiple documents dating back to 2001 that set forth Gore's organization and the leaders of its Fabrics Division and their responsibilities. Gore has likewise provided specific information about the quantity of documents its custodians have, which demonstrates the incredible burden that compliance with the subpoena would impose on Gore.

We are therefore disappointed with the denial of Gore's request for a modest two-week extension, which would have given us additional time to negotiate the scope of the subpoena without further delay. As is plain from the subpoena, which purports to require a search of the entire Company's files for, among other things, all documents related to business

Karen Mills, Esq., p. 2

plans and competition, documents sufficient to identify all of Gore's know how, and all correspondence with third parties regarding a broad portion of Gore's business over a ten-year period, compliance would be impossible without the expenditures of many millions of dollars, and would literally be impossible in the four weeks that have been provided. Moreover, you have rejected out of hand our several proposals to produce numerous additional documents from key custodians in short order without prejudice to your ability to seek additional productions under the subpoena and have not provided any counterproposals.

Because you have imposed such an unrealistic deadline to respond to such a broad subpoena and have been unwilling to agree to even a modest extension to facilitate continued negotiations with Gore, you have left Gore with no choice but to file a petition to quash, which we will do later today.

Sincerely,

A handwritten signature in black ink, appearing to read 'Mark Nelson', with a stylized, cursive flourish at the end.

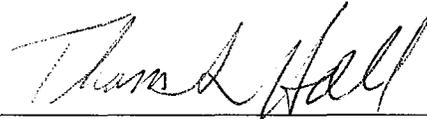
Mark Nelson

Exhibit N

reviewing approximately one terabyte of data, producing all responsive documents within that terabyte, and logging all privileged documents.

6. Processing one terabyte of data typically costs approximately \$500,000 to \$1,000,000 in vendor fees, hosting fees, and other costs.
7. Based on common metrics, the review of one terabyte of documents following deduplication would require 100,000 to 150,000 hours of reviewer time. Even assuming a blended average hourly rate of \$100 per reviewer, which is a low estimate, reviewing one terabyte of data accordingly would be expected to cost at least \$10,000,000.

DATED: April 15, 2011



Thomas L. Hall

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